

STATE OF Mississippi
COUNTY OF DeSoto

SUBORDINATION AGREEMENT

WHEREAS, BancorpSouth, PO Box 43660 Tupelo, MS 38803 is the holder of a lien on certain real property (see Exhibit "A"), evidenced by that certain Deed of Trust, executed by Achin Sharma and Sheetal Purohit Sharma to J. Patrick Caldwell, Trustee for the benefit of BancorpSouth, PO Box 43660 Tupelo, MS 38803, dated January 26, 2006, and recorded in the office of the Chancery Clerk of DeSoto County in Book 2399 at Page 599; and

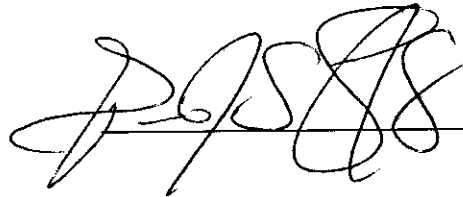
WHEREAS, DeSoto County Bank is the holder of a lien on said real property, which is evidenced by that certain Deed of Trust, executed by Achin Sharma and spouse, Sheetal Sharma to Ken C. McNeil, Trustee for the benefit of DeSoto County Bank, dated April 11, 2006, and recorded in the office of the said Chancery Clerk in Book 2457 at Page 233.

NOW THEREFORE, for and in consideration of Ten Dollars (\$10.00), cash in hand paid and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, BancorpSouth, PO Box 43660 Tupelo, MS 38803 does hereby subordinate its lien to the lien of Fifteen Thousand Dollars and 00/100 described above, and said lien of BancorpSouth will at all times be junior and subordinate to said lien of DeSoto County Bank, One Hundred Thousand Dollars and 00/100.

Except as specifically modified herein, all covenants, agreements, rights, privileges and obligations of the parties hereto shall remain in full force and effect, and nothing contained in this document or any document referred to herein shall operate, or be construed to operate, as a waiver of any right, title, or interest now held by any of the parties hereto.

This Subordination Agreement shall be delivered to BancorpSouth, PO Box 43660 Tupelo, MS 38803 with the intent that it be recorded in the office of the Chancery Clerk of DeSoto County, Mississippi.

IN WITNESS WHEREOF, David S. Lusby has executed this Subordination Agreement on the 11 day of April, 2006.



ACKNOWLEDGMENTS ON BACK PAGE

INDIVIDUAL ACKNOWLEDGMENT

STATE OF _____
COUNTY OF _____

Personally appeared before me, the undersigned authority in and for the said county and state, on this _____ day of _____, within my jurisdiction, the within named _____, who acknowledged that _____ (he/she) executed the above and foregoing instrument.

Notary Public

My Commission Expires: _____

CORPORATE/PARTNERSHIP/LIMITED LIABILITY CO. ACKNOWLEDGMENT
(one signer)

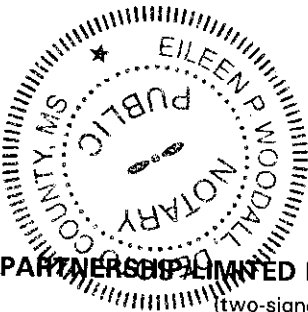
STATE OF Mississippi
COUNTY OF DeSoto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 11 day of April 2006, within my jurisdiction, the within named David S. Lusby, who acknowledged that he (he/she) is 1st Vice President of BancorpSouth, PO Box 43660 Tupelo, MS 38803, a Mississippi Corporation, and that for and on behalf of the said Bank, and as its act and deed, he (he/she) executed the above and foregoing instrument after first having been duly authorized by said Bank so to do.

Eileen P. Woodall
Notary Public

My Commission Expires: _____

MY COMMISSION EXPIRES MARCH 11, 2007



CORPORATE/PARTNERSHIP/LIMITED LIABILITY CO. ACKNOWLEDGMENT
(two-signers)

STATE OF _____
COUNTY OF _____

Personally appeared before me, the undersigned authority in and for the said county and state, on this _____ day of _____, within my jurisdiction, the within named _____ and _____, who acknowledged that they are _____ and _____, respectively, of _____, a _____, and that for and on behalf of the said _____, and as its act and deed they executed the above and foregoing instrument after first having been duly authorized by said _____ so to do.

My Commission Expires: _____

MY COMMISSION EXPIRES MARCH 11, 2007

Notary Public

EXHIBIT A

Lot 128, Section C, Dickens Place Subdivision, in Section 9, Township 2 South, Range 7 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 66, Pages 16-20, in the office of the Chancery Clerk of DeSoto County, Mississippi.